

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 26376-A FILED

August 10, 2006

AUG 14 '06

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SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Amendment No. 1 Dated June 29, 2006, to Memorandum of Lease Agreement dated as of May 11, 2006, effective July 1, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of May 11, 2006, effective July 1, 2005, which was duly filed and recorded on June 5, 2006 and assigned Recordation Number 26376.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
formerly known as Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: ConocoPhillips Company
600 North Dairy Ashford—TA 2060
Houston, Texas 77079

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 3,600 cubic-foot Rapid Discharge Open Top Hoppers marked and numbered in the series GBRX 6073 through GBRX 6193, non-inclusive, more particularly described in the Railcar List attached to Amendment No. 1 to the Memorandum of Lease.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

August 10, 2006

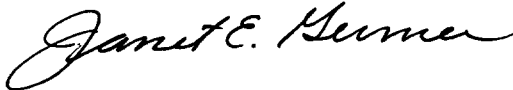
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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Amendment No. 1 Dated as of June 29, 2006 to Memorandum of Lease Agreement dated as of May 11, 2006 effective July 1, 2005 between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation, Lessor, and ConocoPhillips Company, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

AUG 14 '06

2-39 PM

SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1

DATED: JUNE 29, 2006
EFFECTIVE: JULY 1, 2005

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")

AND

CONOCOPHILLIPS COMPANY ("LESSEE")

DATED: MAY 11, 2006
EFFECTIVE: JULY 1, 2005

Amendment No. 1 dated as of June 29, 2006 to MEMORANDUM OF LEASE AGREEMENT made and entered into on May 11, 2006, effective July 1, 2005, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and ConocoPhillips Company, a Delaware corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of twenty (20) 3,600 cubic-foot rapid discharge open top hopper railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease by deleting one (1) of the railcars and adding one (1) additional railcar.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) 3,600 cubic-foot Rapid Discharge Open Top Hoppers, marked and numbered as follows:

GBRX 6073	GBRX 6131
GBRX 6083	GBRX 6133
GBRX 6088	GBRX 6143
GBRX 6091	GBRX 6145
GBRX 6092	GBRX 6147
GBRX 6094	GBRX 6153
GBRX 6098	GBRX 6154
GBRX 6114	GBRX 6176
GBRX 6129	GBRX 6183
GBRX 6130	GBRX 6193

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

CONOCOPHILLIPS COMPANY

BY: Norris M. Webb

BY: Pamela J. McGinnis

NAME: Norris M. Webb

NAME: Pamela J. McGinnis

TITLE: Executive Vice President

TITLE: Manager, Truck & Rail

DATE: 8/8/06

DATE: 8.3.06

STATE OF OREGON)

) ss.

COUNTY OF CLACKAMAS)

On this 8th day of August, 2006, before me personally appeared Jarvis M. Webb to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2010

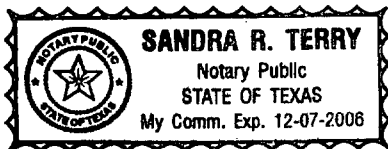


STATE OF TEXAS)

) ss.

COUNTY OF HARRIS)

On this 3RD day of AUG., 2006, before me personally appeared PAMELA J. McINNIS to me personally known, who being by me duly sworn, says that s/he is the MANAGER TRUCK & RAIL of ConocoPhillips Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Sandra R. Terry
NOTARY PUBLIC
My commission expires: 12/07/06